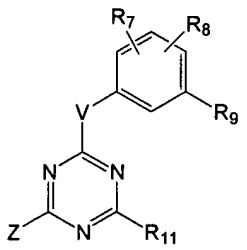
## CLAIM AMENDMENTS

Below is a complete listing of all claims and replaces all prior versions.

1-65. (Canceled).

66 (Previously presented). A compound of Formula (I),




**I**

or an enantiomer, diastereomer, tautomer, or pharmaceutically-acceptable salt, or solvate thereof, wherein:

V is chosen from $-CHR^5-$, $-NR^5-$, -O-, and –S-;

Z is chosen from halogen, alkyl, substituted alkyl, aryl, substituted aryl, cycloalkyl, substituted cycloalkyl, heterocyclyl, substituted heterocyclyl, $-SR^3$, $-OR^3$, and $-N(R^1)(R^2)$;

$-N(R^1)(R^2)$ taken together may form a heterocyclyl or substituted heterocyclyl; or

$R^1$ is chosen from hydrogen, alkyl and substituted alkyl; and

$R^2$ is chosen from alkyl, substituted alkyl, alkoxy, aryl, substituted aryl, cycloalkyl, substituted cycloalkyl, heterocyclyl and substituted heterocyclyl;

$R^3$ is chosen from hydrogen, alkyl, substituted alkyl, aryl, substituted aryl, cycloalkyl, substituted cycloalkyl, heterocyclyl and substituted heterocyclyl;

$R^5$ is chosen from hydrogen and alkyl, or when attached to a nitrogen atom, $R^5$ taken together with $R^7$ may form a fused heterocyclyl or substituted heterocyclyl;

$R^7$ is chosen from hydrogen, $-N(R^{31})(R^{32})$, halogen, cyano, alkyl, substituted alkyl, alkoxy, and alkylthio, or when V is $-NR^5$, $-R^5$ and $R^7$ taken together may form a fused heterocyclyl or substituted heterocyclyl;

$R^8$ is chosen from hydrogen and halogen;

$R^9$ is chosen from $-CO_2$(alkyl), $-C(O)N(R^{31})(R^{32})$, $-SO_2N(R^{31})(R^{32})$,

$-N(R^{33})SO_2R^{34}$, $-C(O)N(R^{33})N(R^{31})(R^{32})$, $-N(R^{33})C(O)R^{34}$, $-CH_2N(R^{33})C(O)R^{34}$, $-N(R^{31})(R^{32})$, $-CH_2OC(O)R^{34}$, $C_{1-6}$alkyl, substituted alkyl, cycloalkyl, substituted cycloalkyl, aryl, substituted aryl, heterocyclyl, substituted heterocyclyl, and $-C(O)R^{10}$; provided, however, that when $R^9$ is $CH_3$ or $NH_2$, then neither $R^2$ nor $R^{14}$ is *para*-cyano-phenyl;

or $R^8$ and $R^9$ taken together may form $-C(O)N(R^{33})CH_2-$ or $-C(O)N(R^{33})C(O)-$;

$R^{10}$ is chosen from heterocyclyl, substituted heterocyclyl, cycloalkyl, substituted cycloalkyl, aryl, substituted aryl, alkyl, and substituted alkyl;

$R^{31}$ and $R^{33}$ are independently chosen from hydrogen, alkyl, and substituted alkyl;

$R^{32}$ is chosen from hydrogen, alkyl, substituted alkyl, alkoxy, aryl, substituted aryl, cycloalkyl, substituted cycloalkyl, aryloxy, heterocyclyl and substituted heterocyclyl;

$R^{34}$ is chosen from alkyl, substituted alkyl, aryl, substituted aryl, cycloalkyl, substituted cycloalkyl, heterocyclyl and substituted heterocyclyl;

$R^{11}$ is $-N(R^{12})(R^{13})$;

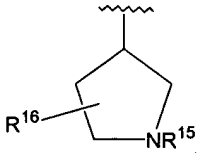
$R^{12}$ is chosen from hydrogen, alkyl, and substituted alkyl; and

$R^{13}$ is $-(CH_2)_mR^{14}$; or

$-N(R^{12})(R^{13})$ taken together may form a heterocyclyl or substituted heterocyclyl;

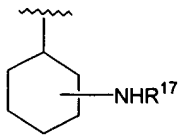
*m* is 0, 1, 2 or 3;

$R^{14}$ is chosen from alkyl, substituted alkyl, $-C(O)N(R^{31})(R^{32})$, $-N(R^{33})C(O)R^{34}$, aryl, substituted aryl, cycloalkyl, substituted cycloalkyl, heterocyclyl, substituted heterocyclyl, and




$R^{15}$ is chosen from hydrogen, alkyl, substituted alkyl, alkenyl, -C(O)-alkyl, -C(O)-substituted alkyl, -C(O)-aryl, -C(O)-substituted aryl, -C(O)-alkoxy, aryl, substituted aryl, cycloalkyl, substituted cycloalkyl, heterocyclyl and substituted heterocyclyl;

$R^{16}$ is chosen hydrogen, alkyl, substituted alkyl, and

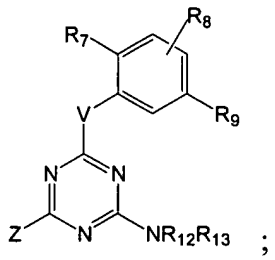



or

$R^{17}$ is chosen from hydrogen, alkyl, substituted alkyl, -C(O)-alkyl, -C(O)-substituted alkyl, -C(O)-aryl, and –C(O)-substituted aryl.

67-69 (Canceled).

70. (Previously presented). A compound having the formula,




;

or an enantiomer, diastereomer, tautomer, or pharmaceutically-acceptable salt, or solvate thereof, wherein:

V is chosen from $–CHR^5$-, $-NR^5$-, -O-, and –S-;

Z is halogen, alkyl, $–N(R^1)(R^2)$, or alkyl substituted with one to two of $–N(R^{31})(R^{32})$, alkoxy, alkylthio, halogen, cyano, carboxyl, hydroxyl, $-SO_2$-alkyl, $-CO_2$-alkyl, -C(O)-alkyl, nitro, cycloalkyl, substituted cycloalkyl, $-C(O)-N(R^{31})(R^{32})$, and/or –NH-C(O)-alkyl;

$R^1$ is hydrogen or methyl;

$R^2$ is alkyl of 1 to 8 carbon atoms;

$R^3$ is chosen from hydrogen, alkyl, substituted alkyl, aryl, substituted aryl, cycloalkyl, substituted cycloalkyl, heterocyclyl and substituted heterocyclyl;

$R^5$ is chosen from hydrogen and alkyl of 1 to 4 carbon atoms;

$R^7$ is chosen from hydrogen, amino, amino$C_{1-4}$alkyl, halogen, cyano, $C_{1-4}$alkyl, $C_{1-4}$alkoxy, and alkylthio;

$R^8$ is attached to any available carbon atom of the phenyl ring and is chosen from hydrogen and halogen;

$R^9$ is chosen from $-C(O)N(R^{31})(R^{32})$, $-SO_2N(R^{31})(R^{32})$, $-N(R^{33})SO_2R^{34}$, $-C(O)N(R^{33})N(R^{31})(R^{32})$, $-N(R^{33})C(O)R^{34}$, $-CH_2N(R^{33})C(O)R^{34}$, $-N(R^{31})(R^{32})$, $-CH_2OC(O)R^{34}$, heterocyclyl, and substituted heterocyclyl; or

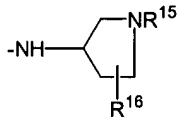
$R^8$ and $R^9$ taken together may form $-C(O)N(R^{33})CH_2-$ or $-C(O)N(R^{33})C(O)-$;

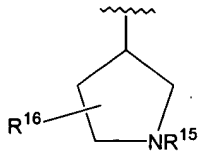
$R^{31}$ and $R^{33}$ are independently chosen from hydrogen, alkyl, and substituted alkyl;

$R^{32}$ is chosen from hydrogen, alkyl, substituted alkyl, alkoxy, aryl, substituted aryl, cycloalkyl, substituted cycloalkyl, aryloxy, heterocyclyl and substituted heterocyclyl;

$R^{34}$ is chosen from alkyl, substituted alkyl, aryl, substituted aryl, cycloalkyl, substituted cycloalkyl, heterocyclyl and substituted heterocyclyl;

$-N(R^{12})(R^{13})$ taken together form (i) a monocyclic heterocyclyl or substituted heterocyclyl of 5 to 7 atoms having 1, 2 or 3 additional nitrogen atoms, (ii) -NH-alkyl wherein alkyl is of 1 to 4 carbon atoms, or (iii)

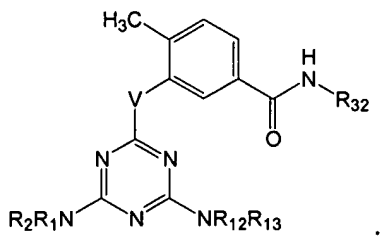



$R^{15}$ and $R^{16}$ are independently hydrogen or methyl; and

$R^{17}$ is chosen from hydrogen, alkyl, substituted alkyl, -C(O)-alkyl, -C(O)-substituted alkyl, -C(O)-aryl, and –C(O)-substituted aryl.

71 (Previously presented). A compound of Claim 70 or a enantiomer, diastereomer, tautomer, or pharmaceutically-acceptable salt, or solvate thereof, having the formula:



72 (Previously presented). The compound of claim 70 or an enantiomer, diastereomer, tautomer, or pharmaceutically-acceptable salt or solvate thereof, wherein:

$R^7$ is halogen, methyl, methoxy, halogen, or cyano.

73 (Previously presented). The compound of claim 70 or an enantiomer, diastereomer, tautomer, or pharmaceutically-acceptable salt or solvate thereof, wherein:

$R^9$ is $C(=O)NH_2$, $C(=O)NH(CH_3)$ , or $C(=O)NHO(CH_3)$.

74 (Previously presented). The compound of claim 70 or an enantiomer, diastereomer, tautomer, or pharmaceutically-acceptable salt, or solvate thereof,

wherein $R^7$ is methyl and $R^9$ is $C(=O)NH(CH_3)$ or $C(=O)NHO(CH_3)$.

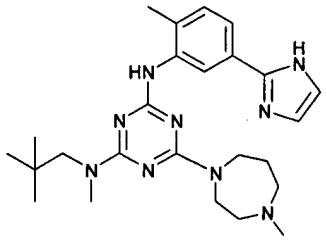
75 (Previously presented). A compound of Claim 70 or an enantiomer, diastereomer, tautomer, or pharmaceutically-acceptable salt or solvate thereof wherein:

$R^9$ is chosen from unsubstituted or substituted triazolyl, oxadiazolyl, imidazolyl, thiazolyl and benzimidazolyl.

76 (Previously presented). A compound of Claim 70 or an enantiomer, diastereomer, tautomer, or pharmaceutically-acceptable salt or solvate thereof
wherein:

$R^9$ is chosen from substituted or unsubstituted 1,2,4-triazole; substituted or unsubstituted thiazole connected via a C2, C4, or C5 position; substituted or unsubstituted 1,3,4-oxdiazole connected via a 2 or 5 position; and substituted or unsubstituted imidazole connected via a C2, C4, C5, N1 or N3 position.

77 (Previously presented). A compound which is selected from (i):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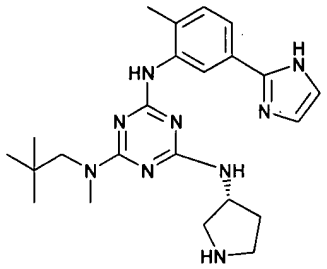
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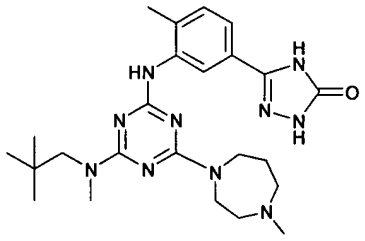
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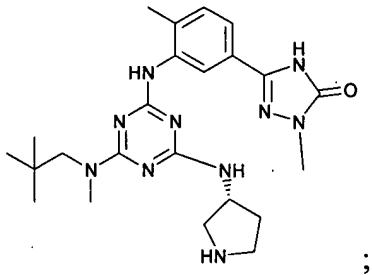
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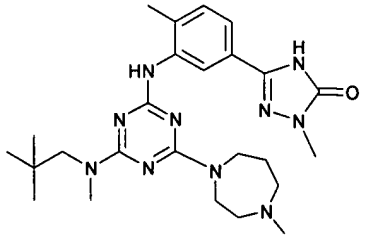
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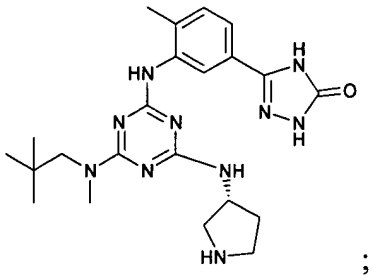

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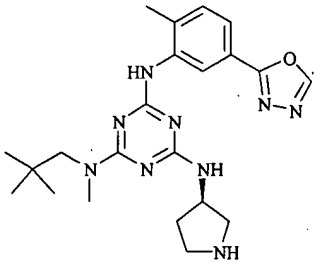

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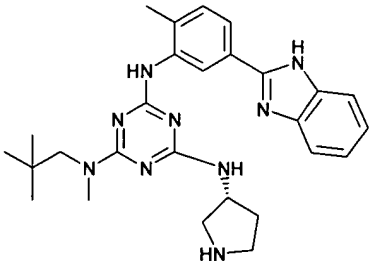

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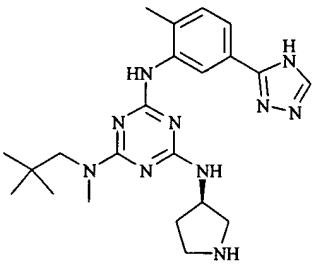

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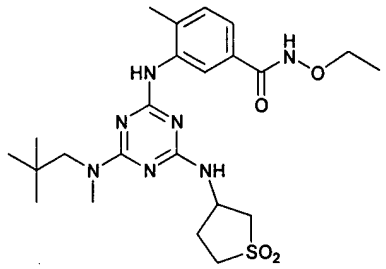

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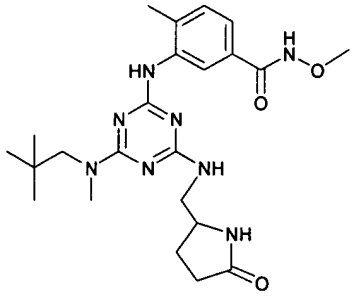

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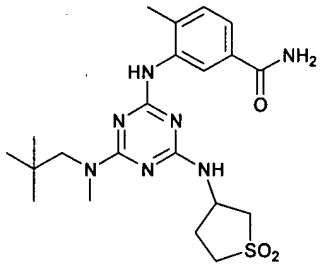
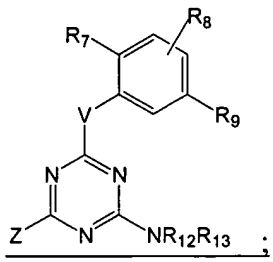


; or (ii) an enantiomer, diastereomer, tautomer, or pharmaceutically-acceptable salt or solvate of the compound selected from paragraph (i).

78 (Previously presented). A pharmaceutical composition comprising as an active ingredient, a compound, or a salt thereof, according to claim 70, and a pharmaceutically acceptable carrier.

79 (Amended). A pharmaceutical composition ~~according to claim 78~~, comprising as an active ingredient, a compound having the formula,




;

or an enantiomer, diastereomer, tautomer, or pharmaceutically-acceptable salt or solvate thereof, wherein:

V is chosen from $-CHR^5-$, $-NR^5-$, -O-, and –S-;

Z is halogen, alkyl, $-N(R^1)(R^2)$, or alkyl substituted with one to two of $-N(R^{31})(R^{32})$, alkoxy, alkylthio, halogen, cyano, carboxyl, hydroxyl, $-SO_2$-alkyl, $-CO_2$-alkyl, -C(O)-alkyl, nitro, cycloalkyl, substituted cycloalkyl, $-C(O)-N(R^{31})(R^{32})$, and/or –NH-C(O)-alkyl;

$R^1$ is hydrogen or methyl;

$R^2$ is alkyl of 1 to 8 carbon atoms;

$R^3$ is chosen from hydrogen, alkyl, substituted alkyl, aryl, substituted aryl, cycloalkyl, substituted cycloalkyl, heterocyclyl and substituted heterocyclyl;

$R^5$ is chosen from hydrogen and alkyl of 1 to 4 carbon atoms;

$R^7$ is chosen from hydrogen, amino, amino$C_{1-4}$alkyl, halogen, cyano, $C_{1-4}$alkyl, $C_{1-4}$alkoxy, and alkylthio;

$R^8$ is attached to any available carbon atom of the phenyl ring and is chosen from hydrogen and halogen;

$R^9$ is chosen from $-C(O)N(R^{31})(R^{32})$, $-SO_2N(R^{31})(R^{32})$, $-N(R^{33})SO_2R^{34}$, $-C(O)N(R^{33})N(R^{31})(R^{32})$, $-N(R^{33})C(O)R^{34}$, $-CH_2N(R^{33})C(O)R^{34}$, $-N(R^{31})(R^{32})$, $-CH_2OC(O)R^{34}$, heterocyclyl, and substituted heterocyclyl; or

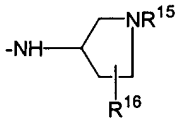
$R^8$ and $R^9$ taken together may form $-C(O)N(R^{33})CH_2-$ or $-C(O)N(R^{33})C(O)-$;

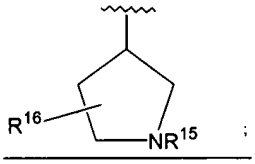
$R^{31}$ and $R^{33}$ are independently chosen from hydrogen, alkyl, and substituted alkyl;

$R^{32}$ is chosen from hydrogen, alkyl, substituted alkyl, alkoxy, aryl, substituted aryl, cycloalkyl, substituted cycloalkyl, aryloxy, heterocyclyl and substituted heterocyclyl;

$R^{34}$ is chosen from alkyl, substituted alkyl, aryl, substituted aryl, cycloalkyl, substituted cycloalkyl, heterocyclyl and substituted heterocyclyl;

-$N(R^{12})(R^{13})$ taken together form (i) a monocyclic heterocyclyl or substituted heterocyclyl of 5 to 7 atoms having 1, 2 or 3 additional nitrogen atoms, (ii) -NH-alkyl wherein alkyl is of 1 to 4 carbon atoms, or (iii)



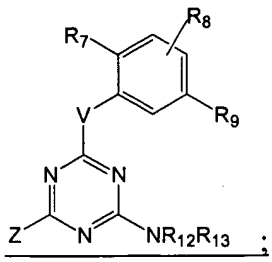

$R^{15}$ and $R^{16}$ are independently hydrogen or methyl; and

$R^{17}$ is chosen from hydrogen, alkyl, substituted alkyl, -C(O)-alkyl, -C(O)-substituted alkyl, -C(O)-aryl, and –C(O)-substituted aryl and further comprising one or more additional active ingredients.

80 (Previously presented). A pharmaceutical composition according to claim 79, wherein said additional active ingredient is an anti-inflammatory compound or an immunosuppressive agent.

81 (Previously presented. A pharmaceutical composition according to claim 79, wherein said additional active ingredient is chosen from a steroid and an NSAID.

82 (Amended). A method of treating rheumatoid arthritis, the method comprising administering to a mammal an effective amount of a composition ~~according to claim 78~~ comprising as an active ingredient, a compound having the formula,




or an enantiomer, diastereomer, tautomer, or pharmaceutically-acceptable salt or solvate thereof, wherein:

V is chosen from $-CHR^5-$, $-NR^5-$, -O-, and -S-;

Z is halogen, alkyl, $-N(R^1)(R^2)$, or alkyl substituted with one to two of $-N(R^{31})(R^{32})$, alkoxy, alkylthio, halogen, cyano, carboxyl, hydroxyl, $-SO_2$-alkyl, $-CO_2$-alkyl, -C(O)-alkyl, nitro, cycloalkyl, substituted cycloalkyl, $-C(O)-N(R^{31})(R^{32})$, and/or -NH-C(O)-alkyl;

$R^1$ is hydrogen or methyl;

$R^2$ is alkyl of 1 to 8 carbon atoms;

$R^3$ is chosen from hydrogen, alkyl, substituted alkyl, aryl, substituted aryl, cycloalkyl, substituted cycloalkyl, heterocyclyl and substituted heterocyclyl;

$R^5$ is chosen from hydrogen and alkyl of 1 to 4 carbon atoms;

$R^7$ is chosen from hydrogen, amino, amino$C_{1-4}$alkyl, halogen, cyano, $C_{1-4}$alkyl, $C_{1-4}$alkoxy, and alkylthio;

$R^8$ is attached to any available carbon atom of the phenyl ring and is chosen from hydrogen and halogen;

$R^9$ is chosen from $-C(O)N(R^{31})(R^{32})$, $-SO_2N(R^{31})(R^{32})$, $-N(R^{33})SO_2R^{34}$, $-C(O)N(R^{33})N(R^{31})(R^{32})$, $-N(R^{33})C(O)R^{34}$, $-CH_2N(R^{33})C(O)R^{34}$, $-N(R^{31})(R^{32})$, $-CH_2OC(O)R^{34}$, heterocyclyl, and substituted heterocyclyl; or

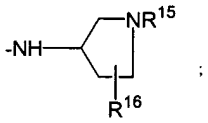
$R^8$ and $R^9$ taken together may form $-C(O)N(R^{33})CH_2-$ or $-C(O)N(R^{33})C(O)-$;

$R^{31}$ and $R^{33}$ are independently chosen from hydrogen, alkyl, and substituted alkyl;

$R^{32}$ is chosen from hydrogen, alkyl, substituted alkyl, alkoxy, aryl, substituted aryl, cycloalkyl, substituted cycloalkyl, aryloxy, heterocyclyl and substituted heterocyclyl;

$R^{34}$ is chosen from alkyl, substituted alkyl, aryl, substituted aryl, cycloalkyl, substituted cycloalkyl, heterocyclyl and substituted heterocyclyl;

-N($R^{12}$)($R^{13}$) taken together form (i) a monocyclic heterocyclyl or substituted heterocyclyl of 5 to 7 atoms having 1, 2 or 3 additional nitrogen atoms, (ii) -NH-alkyl wherein alkyl is of 1 to 4 carbon atoms, or (iii)



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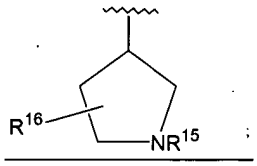


;

$R^{15}$ and $R^{16}$ are independently hydrogen or methyl; and

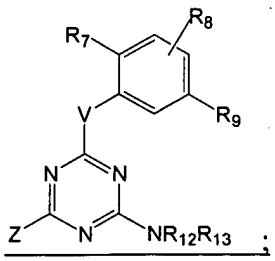
$R^{17}$ is chosen from hydrogen, alkyl, substituted alkyl, -C(O)-alkyl, -C(O)-substituted alkyl, -C(O)-aryl, and –C(O)-substituted aryl.

83-84 (Canceled).

85 (Amended). The method according to claim 82 wherein said composition ~~according to claim 78~~ is administered with one or more additional anti-inflammatory or immunospressive agents as a single dose form or as separate dosage forms.

86-87 (Canceled).

88 (Amended). A method of inhibiting TNF-α expression in a mammal, the method comprising administering to the mammal an effective amount of a composition ~~according to claim 78~~ comprising as an active ingredient, a compound having the formula,



;

or an enantiomer, diastereomer, tautomer, or pharmaceutically-acceptable salt, or solvate thereof, wherein:

V is chosen from $-CHR^5-$, $-NR^5-$, -O-, and -S-;

Z is halogen, alkyl, $-N(R^1)(R^2)$, or alkyl substituted with one to two of $-N(R^{31})(R^{32})$, alkoxy, alkylthio, halogen, cyano, carboxyl, hydroxyl, $-SO_2$-alkyl, $-CO_2$-alkyl, -C(O)-alkyl, nitro, cycloalkyl, substituted cycloalkyl, $-C(O)-N(R^{31})(R^{32})$, and/or -NH-C(O)-alkyl;

$R^1$ is hydrogen or methyl;

$R^2$ is alkyl of 1 to 8 carbon atoms;

$R^3$ is chosen from hydrogen, alkyl, substituted alkyl, aryl, substituted aryl, cycloalkyl, substituted cycloalkyl, heterocyclyl and substituted heterocyclyl;

$R^5$ is chosen from hydrogen and alkyl of 1 to 4 carbon atoms;

$R^7$ is chosen from hydrogen, amino, amino$C_{1-4}$alkyl, halogen, cyano, $C_{1-4}$alkyl, $C_{1-4}$alkoxy, and alkylthio;

$R^8$ is attached to any available carbon atom of the phenyl ring and is chosen from hydrogen and halogen;

$R^9$ is chosen from $-C(O)N(R^{31})(R^{32})$, $-SO_2N(R^{31})(R^{32})$, $-N(R^{33})SO_2R^{34}$, $-C(O)N(R^{33})N(R^{31})(R^{32})$, $-N(R^{33})C(O)R^{34}$, $-CH_2N(R^{33})C(O)R^{34}$, $-N(R^{31})(R^{32})$, $-CH_2OC(O)R^{34}$, heterocyclyl, and substituted heterocyclyl; or

$R^8$ and $R^9$ taken together may form $-C(O)N(R^{33})CH_2-$ or $-C(O)N(R^{33})C(O)-$;

$R^{31}$ and $R^{33}$ are independently chosen from hydrogen, alkyl, and substituted alkyl;

$R^{32}$ is chosen from hydrogen, alkyl, substituted alkyl, alkoxy, aryl, substituted aryl, cycloalkyl, substituted cycloalkyl, aryloxy, heterocyclyl and substituted heterocyclyl;

$R^{34}$ is chosen from alkyl, substituted alkyl, aryl, substituted aryl, cycloalkyl, substituted cycloalkyl, heterocyclyl and substituted heterocyclyl;

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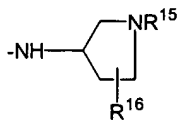
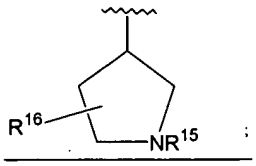
$-N(R^{12})(R^{13})$ taken together form (i) a monocyclic heterocyclyl or substituted heterocyclyl of 5 to 7 atoms having 1, 2 or 3 additional nitrogen atoms, (ii) -NH-alkyl wherein alkyl is of 1 to 4 carbon atoms, or (iii)



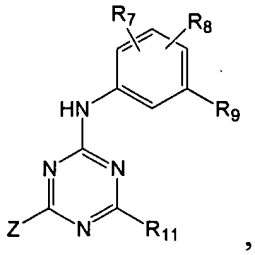



$R^{15}$ and $R^{16}$ are independently hydrogen or methyl; and

$R^{17}$ is chosen from hydrogen, alkyl, substituted alkyl, -C(O)-alkyl, -C(O)-substituted alkyl, -C(O)-aryl, and –C(O)-substituted aryl.

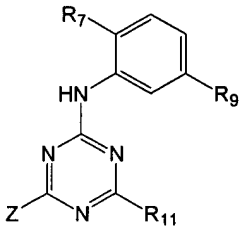
89-95 (Canceled).

96 (Previously presented). A compound according to claim 66, having the formula,



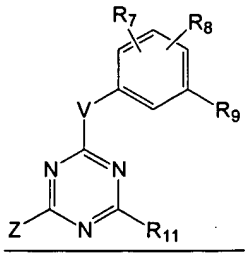

, or pharmaceutically-acceptable salt or solvate thereof.

97 (Previously presented). A compound according to claim 66, having the formula,




or pharmaceutically-acceptable salt or solvate thereof.

98 (Amended). A compound ~~according to claim 66,~~ having the formula,




I

or an enantiomer, diastereomer, tautomer, or pharmaceutically-acceptable salt, or solvate thereof, wherein:

V is chosen from $-CHR^5-$, $-NR^5-$, -O-, and -S-;

Z is chosen from halogen, alkyl, substituted alkyl, aryl, substituted aryl, cycloalkyl, substituted cycloalkyl, heterocyclyl, substituted heterocyclyl, $-SR^3$, $-OR^3$, and $-N(R^1)(R^2)$;

$-N(R^1)(R^2)$ taken together may form a heterocyclyl or substituted heterocyclyl; or

$R^1$ is chosen from hydrogen, alkyl and substituted alkyl; and

$R^2$ is chosen from alkyl, substituted alkyl, alkoxy, aryl, substituted aryl, cycloalkyl, substituted cycloalkyl, heterocyclyl and substituted heterocyclyl;

$R^3$ is chosen from hydrogen, alkyl, substituted alkyl, aryl, substituted aryl, cycloalkyl, substituted cycloalkyl, heterocyclyl and substituted heterocyclyl;

$R^5$ is chosen from hydrogen and alkyl, or when attached to a nitrogen atom, $R^5$ taken together with $R^7$ may form a fused heterocyclyl or substituted heterocyclyl;

$R^7$ is chosen from hydrogen, $-N(R^{31})(R^{32})$, halogen, cyano, alkyl, substituted alkyl, alkoxy, and alkylthio, or when V is $-NR^5$, $-R^5$ and $R^7$ taken together may form a fused heterocyclyl or substituted heterocyclyl;

$R^8$ is chosen from hydrogen and halogen;

$R^9$ is chosen from $-CO_2$(alkyl), $-C(O)N(R^{31})(R^{32})$, $-SO_2N(R^{31})(R^{32})$, $-N(R^{33})SO_2R^{34}$, $-C(O)N(R^{33})N(R^{31})(R^{32})$, $-N(R^{33})C(O)R^{34}$, $-CH_2N(R^{33})C(O)R^{34}$, $-N(R^{31})(R^{32})$, $-CH_2OC(O)R^{34}$, $C_{1-6}$alkyl, substituted alkyl, cycloalkyl, substituted cycloalkyl, aryl, substituted aryl, heterocyclyl, substituted heterocyclyl, and $-C(O)R^{10}$; provided, however, that when $R^9$ is $CH_3$ or $NH_2$, then neither $R^2$ nor $R^{14}$ is *para*-cyano-phenyl;

or $R^8$ and $R^9$ taken together may form $-C(O)N(R^{33})CH_2-$ or $-C(O)N(R^{33})C(O)-$;

$R^{10}$ is chosen from heterocyclyl, substituted heterocyclyl, cycloalkyl, substituted cycloalkyl, aryl, substituted aryl, alkyl, and substituted alkyl;

$R^{31}$ and $R^{33}$ are independently chosen from hydrogen, alkyl, and substituted alkyl;

$R^{32}$ is chosen from hydrogen, alkyl, substituted alkyl, alkoxy, aryl, substituted aryl, cycloalkyl, substituted cycloalkyl, aryloxy, heterocyclyl and substituted heterocyclyl;

$R^{34}$ is chosen from alkyl, substituted alkyl, aryl, substituted aryl, cycloalkyl, substituted cycloalkyl, heterocyclyl and substituted heterocyclyl;

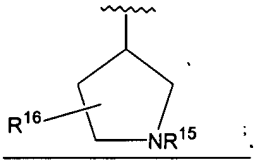
$R^{12}$ is chosen from hydrogen, alkyl, and substituted alkyl; and

$R^{13}$ is $-(CH_2)_mR^{14}$; or

$-N(R^{12})(R^{13})$ taken together may form a heterocyclyl or substituted heterocyclyl;

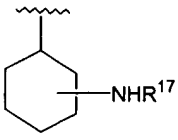
*m* is 0, 1, 2 or 3;

$R^{14}$ is chosen from alkyl, substituted alkyl, $-C(O)N(R^{31})(R^{32})$, $-N(R^{33})C(O)R^{34}$, aryl, substituted aryl, cycloalkyl, substituted cycloalkyl, heterocyclyl, substituted heterocyclyl, and




$R^{15}$ is chosen from hydrogen, alkyl, substituted alkyl, alkenyl, -C(O)-alkyl, -C(O)-substituted alkyl, -C(O)-aryl, -C(O)-substituted aryl, -C(O)-alkoxy, aryl, substituted aryl, cycloalkyl, substituted cycloalkyl, heterocyclyl and substituted heterocyclyl;

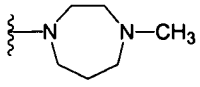
$R^{16}$ is chosen hydrogen, alkyl, substituted alkyl, and



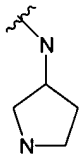

or

$R^{17}$ is chosen from hydrogen, alkyl, substituted alkyl, -C(O)-alkyl, -C(O)-substituted alkyl, -C(O)-aryl, and –C(O)-substituted aryl;

and wherein $R_{11}$ is

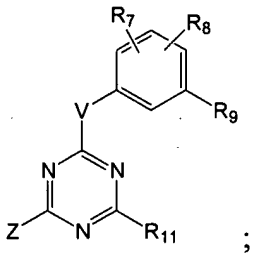



or




, or pharmaceutically-acceptable salt or solvate thereof.

99 (Previously presented). A method of modulating p38 kinase in a mammal comprising administering to the mammal at least one compound having the formula,




;

or an enantiomer, diastereomer, tautomer, or pharmaceutically-acceptable salt, or solvate thereof, wherein:

V is chosen from $-CHR^5-$, $-NR^5-$, -O-, and –S-;

Z is chosen from halogen, alkyl, substituted alkyl, aryl, substituted aryl, cycloalkyl, substituted cycloalkyl, heterocyclyl, substituted heterocyclyl, $-SR^3$, $-OR^3$, and $-N(R^1)(R^2)$;

$-N(R^1)(R^2)$ taken together may form a heterocyclyl or substituted heterocyclyl; or

$R^1$ is chosen from hydrogen, alkyl and substituted alkyl; and

$R^2$ is chosen from hydrogen, alkyl, substituted alkyl, alkoxy, aryl, substituted aryl, cycloalkyl, substituted cycloalkyl, heterocyclyl and substituted heterocyclyl;

$R^3$ is chosen from hydrogen, alkyl, substituted alkyl, aryl, substituted aryl, cycloalkyl, substituted cycloalkyl, heterocyclyl and substituted heterocyclyl;

$R^5$ is chosen from hydrogen and alkyl, or when attached to a nitrogen atom, $R^5$ taken together with $R^7$ may form a fused heterocyclyl or substituted heterocyclyl;

$R^7$ is chosen from hydrogen, $-N(R^{31})(R^{32})$, halogen, cyano, alkyl, substituted alkyl, alkoxy, and alkylthio, or when V is $-NR^5$, $-R^5$ and $R^7$ taken together may form a fused heterocyclyl or substituted heterocyclyl;

$R^8$ is chosen from hydrogen and halogen;

$R^9$ is chosen from $-CO_2$(alkyl), $-C(O)N(R^{31})(R^{32})$, $-SO_2N(R^{31})(R^{32})$, $-N(R^{33})SO_2R^{34}$, $-C(O)N(R^{33})N(R^{31})(R^{32})$, $-N(R^{33})C(O)R^{34}$, $-CH_2N(R^{33})C(O)R^{34}$, $-N(R^{31})(R^{32})$, $-CH_2OC(O)R^{34}$, $C_{1\text{-}6}$alkyl, substituted alkyl, cycloalkyl, substituted cycloalkyl, aryl, substituted aryl, heterocyclyl, substituted heterocyclyl, and $-C(O)R^{10}$; provided, however, that when $R^9$ is $CH_3$ or $NH_2$, then neither $R^2$ nor $R^{14}$ is *para*-cyano-phenyl;

or $R^8$ and $R^9$ taken together may form $-C(O)N(R^{33})CH_2-$ or $-C(O)N(R^{33})C(O)-$;

$R^{10}$ is chosen from heterocyclyl, substituted heterocyclyl, cycloalkyl, substituted cycloalkyl, aryl, substituted aryl, alkyl, and substituted alkyl;

$R^{31}$ and $R^{33}$ are independently chosen from hydrogen, alkyl, and substituted alkyl;

$R^{32}$ is chosen from hydrogen, alkyl, substituted alkyl, alkoxy, aryl, substituted aryl, cycloalkyl, substituted cycloalkyl, aryloxy, heterocyclyl and substituted heterocyclyl;

$R^{34}$ is chosen from alkyl, substituted alkyl, aryl, substituted aryl, cycloalkyl, substituted cycloalkyl, heterocyclyl and substituted heterocyclyl;

$R^{11}$ is $-N(R^{12})(R^{13})$;

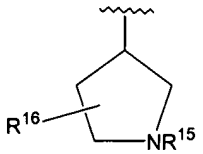
$R^{12}$ is chosen from hydrogen, alkyl, and substituted alkyl;

$R^{13}$ is $-(CH_2)_mR^{14}$;

$-N(R^{12})(R^{13})$ taken together may form a heterocyclyl or substituted heterocyclyl;

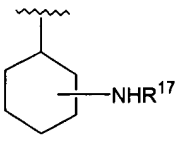
*m* is 0, 1, 2 or 3;

$R^{14}$ is chosen from hydrogen, alkyl, substituted alkyl, $-C(O)N(R^{31})(R^{32})$, $-N(R^{33})C(O)R^{34}$, aryl, substituted aryl, cycloalkyl, substituted cycloalkyl, heterocyclyl, substituted heterocyclyl, and




$R^{15}$ is chosen from hydrogen, alkyl, substituted alkyl, alkenyl, -C(O)-alkyl, -C(O)-substituted alkyl, -C(O)-aryl, -C(O)-substituted aryl, -C(O)-alkoxy, aryl, substituted aryl, cycloalkyl, substituted cycloalkyl, heterocyclyl and substituted heterocyclyl;

$R^{16}$ is chosen hydrogen, alkyl, substituted alkyl, and




; or

$R^{17}$ is chosen from hydrogen, alkyl, substituted alkyl, -C(O)-alkyl, -C(O)-substituted alkyl, -C(O)-aryl, and –C(O)-substituted aryl.